

GLATFELTER P H CO
Form 4
February 27, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Matsumoto Kent K.

2. Issuer Name and Ticker or Trading Symbol
GLATFELTER P H CO [GLT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
96 S. GEORGE STREET, SUITE 520
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Gnl. Counsel & Secretary

YORK, PA 17401

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, Par Value \$.01				(A) or (D) Price	576	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Performance Stock Award	(1)	02/23/2017		A	9,774 (2)	12/31/2019(3) 03/15/2020	Common Stock, Par Value \$.01
Restricted Stock Units	(4)	02/23/2017		A	6,516	02/23/2020 02/23/2020	Common Stock, Par Value \$.01
Performance Stock Award	(1)					01/01/2017 02/23/2017(5)	Common Stock, Par Value \$.01

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Matsumoto Kent K. 96 S. GEORGE STREET SUITE 520 YORK, PA 17401			VP, GnI. Counsel & Secretary	

Signatures

Linda M. Levans
by POA 02/27/2017

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not applicable to this transaction
- (2) PSA Award amount reflects a target number. Actual payout will range from 0% to 200% of target subject to attainment of performance goals.

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- (3) This is a Performance Share Award with a performance period of 1/1/2017-12/31/2018, and a one year vesting tail through 12/31/2019.
- (4) Not applicable to this transaction. RSUs have no value until all restrictions lapse on the final vesting date.
- (5) Date of Board determination of Performance Share Award payout percentage.
- (6) Company performance targets for 3,450 PSAs granted 2/26/2014 were not met, so grant will expire with no payout.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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